

UNITED STATES**ASSIGNMENT**

WHEREAS, We, **Nathaniel Ian Joos, David Frank, and Joseph Cargnelli**, whose full post office addresses are **81 Annette Street, Toronto, Ontario, Canada, M6P 1N7; 25 Cleethorpes Blvd., Scarborough, Ontario, Canada, M1S 2S7; and 18 Fairhaven Drive, Toronto, Ontario, Canada, M9P 2P6**, respectively, have invented certain new and useful improvements in an invention entitled **NOVEL UNITIZED REGENERATIVE FUEL CELL WITH BIFUNCTIONAL FUEL CELL HUMIDIFIER AND WATER ELECTROLYZER** for which an application for United States Letters Patent was filed on November 9, 2001 under serial number 09/986,635, and for which a declaration for a United States Utility patent application is executed by us concurrently herewith under the above title,

AND WHEREAS **HYDROGENICS CORPORATION**, a corporation of **5985 McLaughlin Road, Mississauga, Ontario, Canada, L5R 1B8**, has acquired from us the whole right, title and interest for the United States of America and all other countries in and to the said invention and in and to any Letters Patent that may be obtained therefore, and in and to said provisional application,

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of all of which is hereby acknowledged, we, **Nathaniel Ian Joos, David Frank and Joseph Cargnelli**, by these presents confirm that we have sold, assigned and transferred and do hereby sell, assign and transfer unto the said **HYDROGENICS CORPORATION**, the full and exclusive right to the said invention in the United States of America and all other countries and the entire right, title and interest in and to any and all Letters Patent which may be granted therefore, and the entire right, title and interest in and to said application, and in and to any regular utility or design applications and in and to any divisions, continuations, continuations-in-part and extensions of said applications, together with the right to claim the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property based on said provisional application for United States Letters Patent.

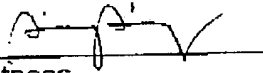
We agree that we will without further consideration do all such things and execute all such documents as may be necessary or desirable to obtain and maintain patents for said invention and for additions and modifications thereto in any and all countries, and to vest title thereto in said assignee, its successors, assigns and legal representatives or nominees.

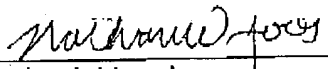
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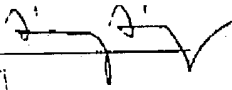
We hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to said **HYDROGENICS CORPORATION**, the assignee of the entire right, title and interest in and to the same, for its sole use and benefit, and for the use and benefit of its successors and assigns, to the full end of the term for which Letters Patent may be granted as fully and entirely as the same would have been held by us had this assignment and sale not been made.

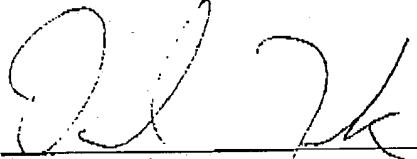
SIGNED at Mississauga, Ontario, Canada, this 18th day of January, 2002.


Witness

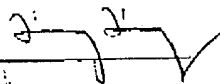

Nathaniel Ian Joos

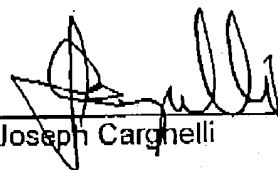
SIGNED at Mississauga, Ontario, Canada, this 18th day of January, 2002.


Witness




David Frank

SIGNED at Mississauga, Ontario, Canada, this 18th day of January, 2002.


Witness


Joseph Cargnelli

09/986635

Form PTO-1595 (Rev. 03/01) O' No. 0651-0027 (exp. 5/31/2002)		REC 02-01-2002  101967848	ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Tab settings 			
To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.			
1. Name of conveying party(ies): Nathaniel Ian Joos David Frank Joseph Cargnelli Additional name of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Hydrogenics Corporation</u> Internal Address: _____ _____ Street Address: <u>5985 McLaughlin Road</u> _____ City: <u>Mississauga</u> State: <u>Ontario</u> Zip: <u>L5R 1B8</u> Additional Name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: <u>January 18, 2002</u>		4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution data of the application is: A. Patent Application No.(s) <u>09/986,635</u> B. Patent No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning this document should be mailed: Name: <u>H. Samuel Frost</u> Internal Address: <u>Bereskin & Parr</u> <u>01/30/2002 BABRAHA1 00000015 09986635</u> <u>01 FC:81</u> <u>40.00 00</u> Street Address: <u>Box 401, 40 King Street West</u> _____ City: <u>Toronto</u> State: <u>Ontario</u> Zip: <u>M5H 3Y2</u>		6. Total number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41) \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>022095</u> (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE			
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. <u>Stephen Beney Regn. No. 41,563</u> <u>January 24, 2002</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and documents: <u>3</u>			

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231